



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

SCC722.12-CORP
(07/05)

GUIDE FOR ARTICLES OF ENTITY CONVERSION
(Virginia limited liability company converting to a Virginia corporation)

ARTICLES OF ENTITY CONVERSION OF
(name of limited liability company)

The undersigned limited liability company, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, hereby executes the following articles of entity conversion and sets forth:

ONE

The name of the limited liability company immediately prior to the filing of these articles of entity conversion is _____. The limited liability company shall convert to a Virginia corporation and its name shall be _____.

TWO

(Set forth the plan of entity conversion. See § 13.1-722.10 of the Code of Virginia for the statutory provisions related to the plan.)

- A. The full text of the articles of incorporation of the surviving corporation as they will be in effect immediately after consummation of the conversion are attached hereto.
- B. *(Set forth the manner and basis by which the interests of the limited liability company will be converted into shares of the surviving corporation.)*
- C. *(Set forth any additional provisions that are included in the plan of entity conversion.)*

THREE

(State how the plan was adopted by the members of the limited liability company using (1) or (2), below, whichever is applicable.)

- (1) The plan of entity conversion was adopted by the unanimous vote of the members of the limited liability company.

OR

- (2) The plan of entity conversion was adopted by the members of the limited liability company in the manner provided in the limited liability company's operating agreement or articles of organization for amendments.

FOUR

(If applicable, set forth a statement that the person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company. See instructions.)

Executed in the name of the limited liability company by:

(signature)

(date)

(printed name)

(title)

(limited liability company's SCC ID no.)

(telephone number (optional))

THIS FORM IS TO BE USED AS A GUIDE ONLY.

SEE INSTRUCTIONS ON THE REVERSE

INSTRUCTIONS

Guideform SCC722.12-CORP has been produced by the Commission as a guide to help you prepare the corporation's articles of entity conversion. Please note, however, that this guideform with the blanks filled in will not be accepted. You must separately type the articles, using this form as a guide, inserting appropriate information and omitting inapplicable text (such as the Commission's seal, the first four lines of the guideline's caption, and the italicized portions).

The articles must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

You can download this form from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

The plan of entity conversion must set forth the manner and basis of converting the interests of the limited liability company into shares of the surviving corporation. See § 13.1-722.10 of the Code of Virginia.

The articles of incorporation of the surviving stock corporation, which must comply with the requirements of Chapter 9 of Title 13.1 of the Code of Virginia must be attached to the articles of entity conversion. Form SCC619 contains the minimum number of provisions required by Virginia law to be set forth in the articles of incorporation of a Virginia corporation. You may download the form from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

The name of the surviving corporation must satisfy the requirements of § 13.1-630 of the Code of Virginia. The corporate name must contain the word "corporation," "incorporated," "company" or "limited"; or the abbreviation "corp.," "inc.," "co." or "Ltd." The name of the corporation may not contain any word or phrase which indicates or implies that it is organized for the purpose of conducting any business other than a business which it is authorized to conduct. The proposed name must be distinguishable upon the records of the Commission. See § 13.1-630 of the Code of Virginia. To check the availability of a corporate name, please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

The plan of entity conversion must be approved by the members of the limited liability company in the manner provided in the limited liability company's operating agreement or articles of organization for amendments or, if no such provision is made in an operating agreement or articles of organization, by the unanimous vote of the members of the limited liability company. See § 13.1-722.11 of the Code of Virginia.

The articles of entity conversion must be signed by a manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or if no managers or other such persons have been selected, by any member of the limited liability company, or if the limited liability company is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary. See § 13.1-1003 of the Code of Virginia.

IMPORTANT: If the articles are being signed by a person, not a manager or member, who has been delegated the right and power to manage the business and affairs of the limited liability company, this must be set forth in the articles (i.e., include Article Four). The delegation of the right and power to manage the business and affairs of the limited liability company will not be inferred from execution of the articles by a person with the title of "president" or other officer of the limited liability company.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing.

The Commission cannot file or issue any certificate with respect to an entity until all fees to be collected by the Commission under Title 12.1 or 13.1 of the Code of Virginia have been paid by or on behalf of such entity.

Send the original, signed articles of entity conversion and the articles of incorporation to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the total amount of the **charter and filing** fees, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Charter fee: 1,000,000 or fewer authorized shares: \$50 for each 25,000 shares or fraction thereof
more than 1 million authorized shares: \$2,500

Filing fee: \$25